BORA LASKIN LAW LIBRARY
3 1761 10084912 4

Course Materials
for

PROBLEMS IN CORPORATE FINANCE

Mr. J. Blain

Spring 1980

Volume 1

LAW LIBRARY

JAN 6 1980

UNIVERSITY OF TORONTO

FACULTY OF LAW LIBRARY
UNIVERSITY OF TORONTO

Course Materials
for

PROBLEMS IN CORPORATE FINANCE

Mr. J. Blain

Spring 1980

Volume 1

UNIVERSITY OF TORONTO

FACULTY OF LAW

Store
NK
428
A7
E5
1980
v.1

Digitized by the Internet Archive
in 2018 with funding from
University of Toronto

https://archive.org/details/coursematerialsf01blai_1

PROBLEMS IN CORPORATE FINANCE

Table of Contents

Classes 1, 2 and 3

1. How to Read a Financial Statement 2
2. Katz Article on Stocks and Bonds 31
3. Baillie Article on Corporate Finance 41
4. Capitalization Table of Trans Canada Pipelines 54
5. Balance Sheet of Doman Industries Limited 55
6. McQuillan Article on Government Assistance Programs 59

Classes 4 and 5

1. Ground Article on Capital Structure 77
2. Specimen Share Certificate 87
3. Preference Share Conditions - class provisions - Series - provisions - redeemable - Sinking Fund - Limited Restrictions 91
4. Preference Share Conditions - class provisions - Series - provisions - Purchase Fund - Limited Restrictions 98
5. Preference Share Conditions - Convertible - Purchase Fund - Limited Restrictions - Limited Anti-Dilution Provisions 104
6. Preference Share Conditions - class provisions - Series - Purchase Fund - Convertible - Full Dilution Provisions - Restrictions 111
7. Preferred Share Conditions - Federal Company - Class Provisions - Series Provisions - Fluctuating Dividend Rate - Retractable provisions - Tax Treatment change
7. Share Purchase Agreement 120

Classes 6 and 7

1. General Borrowing By-law 139
2. Bank form of Borrowing By-law 140
3. Banking Resolution of Directors 141
4. Form of Promissory Note with Guarantee 142
5. Non-Trust Deed Debenture 143
6. Deed of Trust and Mortgage 148
7. Short Term Note Offering Memorandum and Material 272
8. Lease Financing Documents - Simple Form 282

Class 8

1. Form of Income Debenture 344

2. Share Purchase Warrant Indenture 363

3. Recently adopted Anti-Dilution Provisions 367

4. Certain of the Material from Classes 4 and 5 will be referred to, particularly the Share Conditions Attaching to Convertible Preference Shares

Classes 9 and 10

1. Note Purchase Agreement 369

2. Offering Memorandum for Institutional Investors 385

3. Fiscal Agency Agreement 388

4. Forms 19 and Schedules - Reports on Private Placements and Resales under The Securities Act 392

5. Extracts from a Trust Indenture to Illustrate Types of Covenants an Institutional Investor May Require 396

Classes 11 and 12

1. The Function of the Underwriter 406

2. Prospectus of Andres Wines Ltd. 415

3. Prospectus of Union Carbide Canada Limited 440

4. Underwriting Agreement 463

5. Underwriting Agreement (Another Form) 471

6. Banking Group Agreement 493

7. Selling Group Agreement 498

8. Solicitors Consent Letter 501

9. Auditors Consent Letter 502

10. Accounting Institute Bulletin 503

11. Closing Agenda 510

12. Closing Opinions 518

Classes 13 and 14

1. English Article on Corporate Acquisition 524

2. Horowitz "Business Planning" re: Enterprise Valuation 542

3. Asset Purchase Agreement 562

1. Take-over Bid - Scott's Restaurants Co. Limited - Cash 579

5. Take-over Bid - Hudson's Bay Company - Cash and Shares 588

6. Amalgamation Agreement and Information Circular relating thereto 631

Class 15

1. Memorandum on the Competition Act 755

2. Memorandum on the Foreign Investment Review Act 762

3. Forms Used under the Foreign Investment Review Act 766

Corporate Reorganization (Time Permitting)

1. Consolidation By-law 786

2. Special Resolution Increasing and Varying Capital 787

3. Special Resolution Decreasing Capital and Authorizing a Return of Capital 788

4. Reorganization of Rideau Carleton Raceway Investments - Proxy Information Circular and Other Documents 789